

COMPANY NUMBER: 02901456

CHARITY NUMBER: 1084466

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTION

OF

FAIR PLAY (WORKFORCE) LIMITED

(the "Company")

Circulated on

22 MARCH 2018 2019
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SATURDAY



A25 *A83RC1JM* #11
20/04/2019
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the following resolution is passed as a special resolution (the **Special Resolution**).

SPECIAL RESOLUTION

THAT the Articles of Association contained in the document attached to this resolution are approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolution.

The undersigned, a person entitled to vote on the Special Resolution on the circulation date stated at the top of this document, hereby irrevocably agrees to the Special Resolution:

Signature:

Name: Carol Ann Bogue-Lloyd

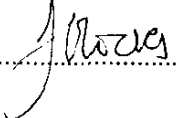
RESIGNED AS DIRECTOR

Date:

Signature: 

Name: Rachael Naomi Cunningham

Date: 22/3/19

Signature: 


Name: Joanne Elizabeth Hicks

Date: 22/3/19

Signature:

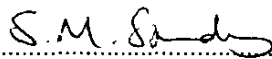
Name: Sashikala Mansfield

Date:

Signature: 

Name: David Wyn Prichard

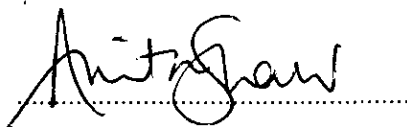
Date: 22/3/19

Signature: 

Name: Susan Margaret Sandy

Date: 22/3/19

Signature:



Name:

Dr Anita Mary Shaw

Date:

18 March 2019

Signature:

.....


Name:

Catherine Bailey Thomas

Date:

.....

Signature:



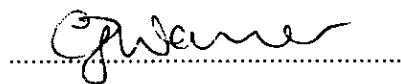
Name:

Alison Thorne

Date:

22/3/19

Signature:



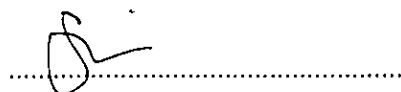
Name:

Christopher James Warner

Date:

22/3/2019

Signature:



Name:

Sharon Louise Williams

Date:

22.3.19

NOTES

1. If you agree with the Special Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- **By Hand:** delivering the signed copy to Liz Wilson.
- **Post: returning** the signed copy by post to Liz Wilson at 1st Floor, Anchor Court, Keen Road, Cardiff, CF24 5JW.
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to Liz.Wilson@chwaraeteg.com. Please enter "Special Resolution, for the attention of Liz Wilson" in the e-mail subject box.

If you do not agree to the Special Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Special Resolution, you may not revoke your agreement.
3. Unless, by 28 days after the circulation date shown above, sufficient agreement has been received for the Special Resolution to pass, it will lapse. If you agree to the Special Resolution, please ensure that your agreement reaches us by this date.
4. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

**GOVERNING DOCUMENT
COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION OF
FAIRPLAY (WORKFORCE) LIMITED**

1 The company's name is

Fairplay (Workforce) Limited trading as Chwarae Teg
(and in this document it is called the 'charity').

2 Interpretation

In the articles:

'address' means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the charity;

'the articles' means the charity's articles of association;

'the charity' means the company intended to be regulated by the articles;

'clear days' in relation to the period of a notice means a period excluding:

- the day when the notice is given or deemed to be given; and
- the day for which it is given or on which it is to take effect;

'the Commission' means the Charity Commission for England and Wales;

'Companies Acts' means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity;

'the directors' means the directors of the charity, as defined by section 250 Companies Act 2006. The directors are charity trustees as defined by section 177 of the Charities Act 2011;

'document' includes, unless otherwise specified, any document sent or supplied in electronic form;

'electronic form' has the meaning given in section 1168 of the Companies Act 2006;

'member' means the corporate members of the charity as defined by section 112 Companies Act 2006;

'officers' includes the directors and the secretary (if any);

'the seal' means the common seal of the charity if it has one;

'secretary' means any person appointed to perform the duties of the secretary of the charity;

'the United Kingdom' means Great Britain and Northern Ireland; and words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

3 Liability of members

The liability of the members is limited to a sum not exceeding £10, being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:

- (1) payment of the charity's debts and liabilities incurred before he, she or it ceases to be a member;
- (2) payment of the costs, charges and expenses of winding up; and adjustment of the rights of the contributories among themselves.
- (3) adjustment of the rights of the contributories among themselves.

4 Objects

The charity's objects ('Objects') are specifically restricted to the following:

The object of the Company is to expand the role of women in the Welsh economy and in the Welsh workforce by all appropriate means including;

- a) Raising the awareness of the barriers facing women in fulfilling their potential in the labour and economic market
- b) Identifying and publicising the existence of good practices implemented by employers and agencies involved in economic development which encourage and assist women to fulfil their economic potential
- c) Providing guidance, information, advice and assistance to employers to enable and assist them to implement changes in working practices
- d) Providing guidance, information, advice and assistance to other agencies involved in economic development to enable and assist them to implement changes to their practices which will assist women to fulfil their economic potential
- e) Providing a forum to enable all agencies and organisations involved in the economic development of Wales to work together towards the objective of increasing the role of women in the economic development of Wales.

5 Powers

The charity has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the charity has power:

- (1) to raise funds. In doing so, the charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- (2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011;
- (4) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The charity must comply as appropriate with sections 124 - 126 of the Charities Act 2011 if it wishes to mortgage land;
- (5) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (6) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (7) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- (8) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (9) to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a director only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that article;
- (10) to:
 - (a) deposit or invest funds;
 - (b) employ a professional fund-manager; and
 - (c) arrange for the investments or other property of the charity to be held in the name of a nominee;in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (11) to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- (12) to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity.

6 Application of income and property

- (1) The income and property of the charity shall be applied solely towards the promotion of the Objects.
- (2)
 - (a) A director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.
 - (b) A director may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
 - (c) A director may receive an indemnity from the charity in the circumstances specified in article 54.
 - (d) A director may not receive any other benefit or payment unless it is authorised by article 7.
- (3) Subject to article 7, none of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a director receiving:
 - (a) a benefit from the charity in the capacity of a beneficiary of the charity;
- (4) In sub-clauses (2) and (3) of this article:
 - (a) 'charity' includes any company in which the charity:
 - (i) holds more than 50% of the shares ; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more directors to the board of the company.
 - (b) 'connected person' includes any person within the definition in article 58 'Interpretation'.

7 Benefits and payments to charity directors and connected persons

(1) General provisions

No director or connected person may:

- (a) buy any goods or services from the charity on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the charity;
- (c) be employed by, or receive any remuneration from, the charity;
- (d) receive any other financial benefit from the charity;

unless the payment is permitted by sub-clause (2) of this article, or authorised by the court or the Charity Commission.

In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

Scope and powers permitting directors' or connected persons' benefits

- (2) (a) A director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the directors do not benefit in this way.
- (b) A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the condition in, sections 185 and 186 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this article a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person.
- (d) A director or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A director or connected person may receive rent for premises let by the director or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

Payment for supply of goods only – controls

- (3) The charity and its directors may only rely upon the authority provided by sub-clause (2)(c) of this article if each of the following conditions is satisfied:
- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its directors (as the case may be) and the director or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity.
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other directors are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the

directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.

- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.
 - (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.
 - (f) The reason for their decision is recorded by the directors in the minute book.
 - (g) A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 7.
- (4) In sub-clauses (2) and (3) of this article:
- (a) 'charity' includes any company in which the charity:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (ii) has the right to appoint one or more directors to the board of the company.
 - (b) 'connected person' includes any person within the definition in article 58.

8 Declaration of directors' interests

A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared. A director must absent himself or herself from any discussions of the charity directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

9 Conflicts of interests and conflicts of loyalties

- (1) If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:
- (a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - (b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of

directors is present at the meeting; and the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.

- (c) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

10 Members

- (1) The members of the charity shall be limited to the directors.
- (2) Any director shall, by agreeing to become a director, also agree to become a member of the charity and accordingly shall be admitted to membership of the charity on his appointment as director.
- (3) Membership is not transferable.
- (4) The directors must keep a register of names and addresses of the members.

11 Termination of membership

Membership is terminated if:

- (1) the member dies; or
- (2) in the case of a director, the member ceases to be a director.

12 General meetings

General meetings are meetings of the members. Members are entitled to attend general meetings in person or by proxy (but only if the appointment of a proxy is in writing and notified to the charity before the commencement of the meeting).

General meetings are called on at least 14 clear days' written notice indicating the business to be discussed and (if a special resolution is to be proposed) setting out the terms of the proposed special resolution.

There is a quorum at a general meeting if the number of members present in person or by proxy is at least five.

The chairman at a general meeting shall be the chair of the directors from time to time, but if the post is vacant or if the chair of the directors is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the members present may appoint one of their number to chair that meeting.

Except where otherwise provided by the articles or the Companies Acts, every issue is decided by ordinary resolution.

Every member present in person or by proxy has one vote on each issue.

Except where otherwise provided by the articles or the Companies Acts, a written resolution (whether an ordinary or a special resolution) is as valid as an equivalent

resolution passed at a general meeting. For this purpose the written resolution may be set out in more than one document.

The charity may (but need not) hold an annual general meeting in any year.

Members may annually:

- (1) receive the accounts of the charity for the previous financial year;
- (2) receive a written report on the charity's activities;
- (3) appoint reporting accountants or auditors for the charity;

A general meeting may be called by the directors at any time and must be called within 21 days of a written request from one or more directors (being members), at least 10% of the membership or (where no general meeting has been held within the last year) at least 5% of the membership.

A technical defect in the appointment of a member of which the members are unaware at the time does not invalidate a decision taken at a general meeting or a written resolution.

13 Directors

- (1) A director must be a natural person aged 16 years or older.
- (2) No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 33.
- (3) No employee of the company shall be eligible to be a director

The number of directors shall be between 8 and 16 (unless otherwise determined by ordinary resolution).

The first directors shall be those persons notified to Companies House as the first directors of the charity.

A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

14 Powers of directors

- (1) The directors shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
- (2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.
- (3) Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.
- (4) The directors may appoint (and remove) any person (who may be a director) to act as secretary in accordance with the Companies Acts.
- (5) The directors may confer on any individual (with his/her consent), including from amongst the directors, the honorary title of Patron, President, Vice-

President or Treasurer of the charity, or such other honorary roles as the directors may determine, each to have such duties and functions as may be delegated to them from time to time by the directors.

- (6) The directors may establish and recognise one or more classes of supporters who are neither members nor directors (as the terms are understood under these articles) and set out their respective rights and obligations

15 Appointment of directors

Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director by a simple majority of all the directors entitled to attend and vote at any meeting of the directors.

The appointment of a director must not cause the number of directors to exceed any number fixed as the maximum number of directors.

16 Retirement of directors

The term of office of each director is three years from the date of appointment.

Unless directors tender their resignation or are removed in accordance with article 33, retiring directors shall hold office until the end of the directors' meeting that falls nearest in time to the date on which their period of office ends.

- (1) Subject to article 32(2), any director retiring on completion of their term of office is eligible for reappointment, at the discretion of the Board, to a maximum of 3 terms (9 years) in office;
- (2) A director's maximum term of office may be extended in exceptional circumstances by such additional term as may be agreed by the directors acting by at least a 75% majority (not counting the vote of the director whose appointment is under consideration).

17 Disqualification and removal of directors

A director shall cease to hold office if he or she:

- (1) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
- (2) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
- (3) ceases to be a member of the charity;
- (4) in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally

incapable of acting as a director and may remain so for more than three months;

- (5) resigns as a director by notice to the charity (but only if at least two directors will remain in office when the notice of resignation is to take effect); or
- (6) being a corporation, passes a resolution to wind up or has a winding up order or receiving order made against it or enters into any arrangement or composition with its creditors; or
- (7) being an individual takes or holds any office under the Company; or
- (8) is directly or indirectly interested in any contract of the Company and fails to declare the nature of that interest as required by these articles; or
- (9) fails to attend any meetings of the Board or board sub-committees within a 6 month period.

18 Remuneration of directors

The directors must not be paid any remuneration unless it is authorised by article 7.

19 Proceedings of directors

- (1) The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- (2) Any director may call a meeting of the directors.
- (3) The secretary (if any) must call a meeting of the directors if requested to do so by a director.
- (4) Questions arising at a meeting shall be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- (6) A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.
- (1) No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.
- (2) The quorum shall be five directors or such larger number as may be decided from time to time by the directors.
- (3) A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.

If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.

- (1) The directors shall appoint a director to chair their meetings and may at any time revoke such appointment.

- (2) If no-one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.
- (1) A resolution in writing or in electronic form agreed by all of the directors entitled to receive notice of a meeting of the directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

The directors may invite any individual(s) that the directors may consider appropriate from time to time as observer(s) of the charity who may attend and speak (but not vote) at any meeting of the directors.

20 Delegation

- (1) The directors may delegate any of their powers or functions to a committee of two or more directors but the terms of any delegation must be recorded in the minute book.
- (2) The directors may impose conditions when delegating, including the conditions that:
 - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - (b) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the directors.
- (3) The directors may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the directors.

21 Validity of directors' decisions

- (1) Subject to article 42(2), all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:
 - (a) who was disqualified from holding office;
 - (b) who had previously retired or who had been obliged by the constitution to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

- (d) the vote of that director; and
- (e) that director being counted in the quorum;

the decision has been made by a majority of the directors at a quorate meeting.

- (2) Article 42(1) does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 42(1), the resolution would have been void, or if the director has not complied with article 8.

22 Seal

If the charity has a seal it must only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary (if any) or by a second director.

23 Minutes

The directors must keep minutes of all:

- (1) appointments of officers made by the directors;
- (2) proceedings at meetings of the charity;
- (3) meetings of the directors and committees of directors including:
 - (a) the names of the directors present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions.

24 Accounts

- (1) The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The directors must keep accounting records as required by the Companies Act.
- (3) The financial year of the company shall run from the 1st April in one year to the 31st March in the next year.

25 Annual Report and Return and Register of Charities

- (1) The directors must comply with the requirements of the Charities Act 2011 with regard to the:
 - (a) transmission of a copy of the statements of account to the Commission;

- (b) preparation of an Annual Report and the transmission of a copy of it to the Commission;
- (c) preparation of an Annual Return and its transmission to the Commission.

(2) The directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

As required by the Companies Act 2006 the company shall appoint a duly qualified auditor who shall carry out an audit of the accounts of the company for each financial year and make a report to the members on the accounts examined by him or her and on every balance sheet and income and expenditure account which is to be laid before the members in General Meeting.

48 The auditor is entitled to attend every General Meeting of the company and to receive all notice of General Meetings that members are entitled to receive and is entitled to be heard at any General Meeting on business which concerns him or her as auditor.

26 Means of communication to be used

- (1) Subject to the articles, anything sent or supplied by or to the charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity.
- (2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

Any notice to be given to or by any person pursuant to the articles:

- (1) must be in writing; or
- (2) must be given in electronic form.
- (1) The charity may give any notice to a member either:
 - (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it in electronic form to the member's address.
 - (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a

notice of a company meeting and must specify the place date and time of the meeting.

- (2) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.

A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

- (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- (3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
 - (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic form of communication, 48 hours after it was sent.

27 Indemnity

- (1) The charity may indemnify a relevant director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006. In this article a 'relevant director' means any director or former director of the charity.

28 Rules

- (1) The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity.
- (2) The bye laws may regulate the following matters but are not restricted to them:
 - (a) the conduct of directors of the charity in relation to one another, and to the charity's employees and volunteers;
 - (b) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
 - (c) the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;
 - (d) generally, all such matters as are commonly the subject matter of company rules.

- (3) The charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (4) The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity.
- (5) The rules or bye laws shall be binding on all members of the charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

29 Disputes

If a dispute arises between members of the charity about the validity or propriety of anything done by the members of the charity under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

30 Dissolution

- (1) The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:
 - (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects;
 - (c) or to any charity or charities for use for particular purposes that fall within the Objects.
- (2) Subject to any such resolution of the members of the charity, the directors of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred:
 - (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or to any charity or charities for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution in accordance with article 57(1) is passed by the members or the directors the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Commission.

31 Interpretation

In article 7 and sub-clause (2) of article 42 'connected person' means:

- (1) a child, parent, grandchild, grandparent, brother or sister of the director;
- (2) the spouse or civil partner of the director or of any person falling within sub-clause (1) above;
- (3) a person carrying on business in partnership with the director or with any person falling within sub-clause (1) or (2) above;

32 Amendment of the Articles and the Memorandum

These articles and the Memorandum may be altered by a resolution passed by a General Meeting called and held in accordance with the provisions of the Companies Acts.

This article may not be altered and no alteration shall be made to the Memorandum or the articles which will either:

- (1) Require the profits or other income to be distributed to members or to be used for some other purpose other than the promotion of the Company's objects or for the payment of a dividend to members ; or
- (2) Allow the assets on winding up to be distributed to members.